

**EXHIBIT 2**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: ) Case No. 12-12020 (MG)  
 )  
RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
Debtors. ) Jointly Administered  
)

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**DECLARATION OF DEANNA HORST IN SUPPORT OF  
DEBTORS' OBJECTION TO AMENDED PROOFS OF CLAIM  
FILED BY CERTAIN PLAINTIFFS IN CALIFORNIA LITIGATION**

I, Deanna Horst, hereby declare as follows:

1. I am the Chief Claims Officer for Residential Capital, LLC and its affiliates (“ResCap”), a limited liability company organized under the laws of the state of Delaware and the parent of the other debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”).<sup>1</sup> I have been employed by affiliates of ResCap for eleven years, the last ten months in my current position. I began my association with ResCap in 2001 as the Director, Responsible Lending Manager, charged with managing the Debtors’ responsible lending on-site due diligence program. In 2002, I became the Director of Quality Asset Management, managing Client Repurchase, Quality Assurance and Compliance—a position I held until 2006, at which time I became the Vice President of the Credit Risk Group, managing Correspondent and Broker approval and monitoring. In 2011, I became the Vice President, Business Risk and Controls, and supported GMAC Mortgage, LLC and Ally Bank in this role. In my current position, I am responsible for Claims Management and Reconciliation and Client Recovery. I am authorized to submit this declaration (the “Declaration”) in support of

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<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6], dated May 14, 2012.

the *Debtors' Objection to Amended Proofs of Claim Filed by Certain Plaintiffs in California Litigation* (the "Second Objection").<sup>2</sup>

2. As part of my job duties, I have access to the records of GMAC Mortgage, LLC ("GMACM") pertaining to the real estate-secured loans it previously serviced. These records include, among other things, copies of borrowers' promissory notes, deeds of trust, payment records, and account histories. These records also include files documenting the origination of each borrower's loan, including the identity of the lender that made the loan to the borrower. The information described herein and referenced below is found in GMACM's business records. The entries in those records are made at the time of the events and conditions they describe either by people with firsthand knowledge of those events and conditions or from information provided by people with such firsthand knowledge. I have access to the records with respect to the loans described below, and have knowledge of how they are maintained. Based upon those records, I have gained knowledge of the facts set forth herein and, if called upon as a witness to testify, and could and would competently testify as to those facts, under penalty of perjury.

3. I understand that the following persons have submitted proofs of claim in this matter: Deborah Albritton, Christine Petersen, Gloria Portillo, Brenda Mella, Ignacio Rodriguez, Rosa Rodriguez, Khalil Subat, Manija Subat, Maria Barajas, Brian Foote, Salvador Barajas, Julio Gonzalez, Michael Man, Phyllis McCrea, Yesenia Cruz, Julio Del Cid, Veronica Grey ,David Cruz, Manuela Badilla, Rick Albritton, Marco Badilla, Victor Pazos, Alex Ibarra, Christina Palbiche, Martin Kassowitz, Michael Moultrie, Joselito Mella, Mesbel Mohamoud, Cecilia Chaube, Irma Laredo, Joellyn Johnson, Shirley Kaplan, Magdalena Avila, Michael

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<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Second Objection.

Brown, Gary Johnson, Gregory Buck, Marcia Willoughby, Henry Completo, Judy Lim, Terrell Sullivan, Genevie Cabang, Maria Elena Del Cid, Mary Serrano, Willie Gilmore, Lisa Simonyi, Carolyn Hairston, Robin Gaston, Claudinette Brown, Regina Faison, Rick Ewald, Florastene Holden, Losi Elisa Jordan, Jun O. Santos, Rodelina Santos, Sarah Sebagh, Evelyn Ross, Olan Ross, and Gricelda Ruanos.

4. I also understand that the Original Claims were submitted against the following Debtor entities: (1) GMAC Mortgage, LLC, (2) GMAC-RFC Holding Residential Funding Company, LLC, (3) Home Connects Lending Services, LLC, (4) Homecomings Financial, LLC, (5) Executive Trustee Services, LLC, (6) Residential Funding Company, LLC, (7) Residential Capital, LLC, (8) Residential Funding Real Estate Holdings, LLC, and (9) Residential Mortgage Real Estate Holdings, LLC.

5. I understand that the California Litigation Claimants subsequently submitted amended proofs of claim against only Debtor Residential Capital, LLC (“ResCap”).

6. I have reviewed GMACM’s records concerning the California Litigation Claimants. ResCap did not make loans to any of the California Litigation Claimants. ResCap never made any loans at all, as it was not in the business of lending money. Similarly, ResCap never serviced any of the California Litigation Claimants’ loans. ResCap was not in the business of servicing loans and never serviced any loans at all. Because it was not the servicer of any of these loans, it never directed the trustee to initiate foreclosure proceedings, and it never itself foreclosed on any of the California Litigation Claimants’ loans.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 16, 2013

/s/Deanna Horst  
Deanna Horst  
Chief Claims Officer for Residential  
Capital, LLC